



Entered on Docket  
October 04, 2006

Hon. Linda B. Riegle  
United States Bankruptcy Judge

STUTMAN, TREISTER & GLATT, P.C.  
FRANK A. MEROLA  
(CA State Bar No. 136934)  
EVE H. KARASIK  
(CA State Bar No. 155356)  
CHRISTINE M. PAJAK  
(CA State Bar No. 217173), Members of  
1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067  
Telephone: (310) 228-5600  
E-mail: [fmerola@stutman.com](mailto:fmerola@stutman.com)  
[ekarasik@stutman.com](mailto:ekarasik@stutman.com)  
[cpajak@stutman.com](mailto:cpajak@stutman.com)

SHEA & CARLYON, LTD.  
JAMES PATRICK SHEA  
(Nevada State Bar No. 000405)  
CANDACE C. CARLYON, ESQ.  
(Nevada State Bar No. 002666)  
SHLOMO S. SHERMAN, ESQ.  
(Nevada State Bar No. 009688)  
233 South Fourth Street, Second Floor  
Las Vegas, Nevada 89101  
Telephone: (702) 471-7432  
E-mail: [jshea@sheacarlyon.com](mailto:jshea@sheacarlyon.com)  
[ccarlyon@sheacarlyon.com](mailto:ccarlyon@sheacarlyon.com)  
[ssherman@sheacarlyon.com](mailto:ssherman@sheacarlyon.com)

Counsel for the Official Committee of Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In re:	) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10729-LBR
USA SECURITIES, LLC,	) Chapter 11
Debtor.	)

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF SHEA & CARLYON, LTD.**

1	Affects )	)
2	<input type="checkbox"/> All Debtors )	)
3	<input type="checkbox"/> USA Commercial Mortgage Co. )	)
4	<input type="checkbox"/> USA Securities, LLC )	) Date: September 28, 2006
5	<input type="checkbox"/> USA Capital Realty Advisors, LLC )	) Time: 9:30 a.m.
	<input checked="" type="checkbox"/> USA Capital Diversified Trust Deed )	)
	<input checked="" type="checkbox"/> USA First Trust Deed Fund, LLC )	)

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6                   **ORDER APPROVING FIRST INTERIM FEE AND EXPENSE APPLICATION OF**  
 7                   **SHEA & CARLYON, LTD., SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL**  
 8                   **COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST**  
 9                   **TRUST DEED FUND, LLC**  
 10                  **(AFFECTS DEBTOR USA CAPITAL FIRST TRUST DEED FUND, LLC)**

11                  The Court having considered the "First Interim Fee and Expense Application of Shea  
 12                 & Carlyon, Ltd., Special (Local) Counsel to the Official Committee of Equity Security  
 13                 Holders of USA Capital First Trust Deed Fund, LLC" (the "Application"); having reviewed  
 14                 the pleadings, papers and records on file in this matter; having considered the arguments of  
 15                 counsel; the compensation originally requested by the Application in the amount of  
 16                 \$171,222.75 having been voluntarily reduced by Shea & Carlyon ("Applicant") by \$459,  
 17                 resulting in a total compensation request of \$170,763.75 (consisting of \$164,663.75 for fees  
 18                 incurred by applicant during the period of May 10, 2006 through July 31, 2006, and \$6,100 for  
 19                 expenses incurred by Applicant during the same period); the Application having been properly  
 20                 served upon all parties-in-interest; all objections to the Application having been considered  
 21                 and either overruled or otherwise resolved; and good cause appearing:

22  
 23                  IT IS HEREBY ORDERED that the Application, as amended in open court, is  
 24                 approved.

25  
 26                  IT IS FURTHER ORDERED that Applicant is hereby awarded total compensation in  
 27                 the amount of \$170,763.75, consisting of \$164,663.75 for fees incurred by Applicant during  
 28                 the period of May 10, 2006 through July 31, 2006, and \$6,100 for expenses incurred by

1 Applicant during the same period.

2 IT IS FURTHER ORDERED that the Application, as well as this award, are interim in  
3 nature as provided in the Court's Administrative Order Establishing Procedures for Interim  
4 Compensation and Reimbursement of Expenses of Professionals entered August 29, 2006  
5 [Docket No. 1202].

6  
7 IT IS FURTHER ORDERED that the above compensation shall be paid forthwith by  
8 USA First Trust Deed Fund, LLC.

9  
10 SUBMITTED BY:

11 SHEA & CARLYON, LTD.

12  
13 Candace C. Carlyon, Esq.  
14 Shlomo S. Sherman, Esq.  
15 233 S. Fourth St., #200  
Las Vegas, NV 89101

16 Counsel for the Official Committee of Equity  
17 Security Holders of USA Capital First Trust  
18 Deed Fund, LLC

19 APPROVED/DISAPPROVED:

20 OFFICE OF THE U.S. TRUSTEE

21  
22  
23 Scott Farrow, Esq.  
300 Las Vegas Blvd. So., #4300  
24 Las Vegas, NV 89101

25  
26 Counsel for the United States Trustee

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## RULE 9021 DECLARATION

In accordance with Local Rule 9021, the undersigned certifies:

The Court waived the requirements of LR 9021.

I have delivered a copy of proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and each has:

approved the form of this order; or

waived the right to review this order; and/or

failed to file and serve papers in accordance with LR 9021(c).

I have delivered a copy of this proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and all have either approved the form of this order, waived the right to review the order, failed to file and serve papers in accordance with LR 9021(c) and the following have disapproved the order:

No opposition was filed to the motion and no other party or counsel appeared at the hearing.

DATED this 2nd day of October, 2006.

~~SHEA & CARLYON, LTD.~~

~~JAMES PATRICK SHEA, ESQ.  
Nevada Bar No. 000405  
233 S. Fourth Street, 2<sup>nd</sup> Floor  
Las Vegas, NV 89101~~

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